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Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

CHARLES MICHAEL FOLEY, on behalf of
himself and all others similarly situated,

Plaintiff,

vs.

KUDELSKI SA,
KUDELSKI INTERACTIVE CAYMAN, LTD.,
ANDRE KUDELSKI, and
DOES 1 THROUGH 50,

Defendants.

Case No. C-09-04896 MHP

**STIPULATION OF PLAINTIFFS TO
REQUEST FOR ORDER TO
CONSOLIDATE CASES AND
APPOINT INTERIM CO-LEAD
COUNSEL; ~~PROPOSED~~ ORDER**

1 SALVATORE L. GIORDANO, on behalf of
2 himself and all others similarly situated,

3 Plaintiff,

4 vs.

5 OPENTV CORP, ANDRE KUDELSKI, NIGEL
6 BENNETT, JOSEPH DEISS, LUCIEN GANI,
7 ALEX OSADZINSKI, PIERRE ROY, MAURO
8 SALADINI, JAMES A. CHIDDIX, CLAUDE
SA and KUDELSKI INTERACTIVE
CAYMAN, LTD.,

9 Defendants.

No. C 09-5077

CLASS ACTION

10 JOSEPH WEISS, individually and on behalf of
11 all others similarly situated,

12 Plaintiff,

13 v.

14 KUDELSKI SA, KUDELSKI INTERACTIVE
CAYMAN, LTD., and ANDRE KUDELSKI,

15 Defendants.

No. C 09-5093

CLASS ACTION

Pursuant to Local Rule 7-12, plaintiffs jointly submit this Stipulation.

RECITALS

A. The following three cases were filed in the Northern District of California on the dates indicated, against the following defendants;

Case Name	Assigned Judge	Plaintiff's Counsel	Filing Date
<i>Charles Michael Foley v. Kudelski SA, Kudelski Interactive Cayman, Ltd., Andre Kudelski</i>	Hon. Marilyn Hall Patel	Wolf Popper LLP; Berman DeValerio.	October 9, 2009
<i>Salvatore L. Giordano v. OpenTV Corp., Andre Kudelski, Nigel Bennett, Joseph Deiss, Lucien Gani, Alex Osadzinski, Pierre Roy, Mauro Saladini, James A. Chiddix, Claude Smadja, Jerry Machovina, Kudelski SA, Kudelski Interactive Cayman, Ltd.</i>	Hon. Edward M. Chen	Coughlin Stoia Geller Rudman & Robbins LLP; Brower Piven, P.C.	October 23, 2009
<i>Joseph Weiss v. Kudelski SA, Kudelski Interactive Cayman, Ltd., Andre Kudelski</i>	Reassigned to Hon. Marilyn Patel	Wolf Haldenstein Adler Freeman & Herz LLP.	October 25, 2009

B. The foregoing cases all concern substantially the same parties, property, transaction, or events, as contemplated by Civil Local Rule 3-12;

C. The foregoing cases all involve common questions of law and fact, as contemplated by Federal Rule of Civil Procedure 42(a);

D. Each complaint has been noticed as related to the original action filed by Wolf Popper LLP and Berman DeValerio pursuant to Local Rule 83-123;

E. On October 27, 2009, plaintiff Charles Michael Foley filed his Motion to Consolidate Actions and Appoint Interim Lead Counsel (the "Motion") and papers in support thereof;

F. On October 30, 2009, the Court ordered relation of the cases captioned *Foley v. Kudelski SA*, Case Number C 09-04896, and *Weiss v. Kudelski SA*, Case Number C 09-05093;

G. The Motion is calendared for hearing before this Court on December 7, 2009 at 2:00 pm before the Honorable Marilyn Hall Patel;

H. The undersigned parties have conferred and reached an agreement on the issues presented by the Motion; and

I. Counsel for Kudelski Interactive Cayman, Ltd. ("KIC") and Kudelski SA—the only defendants to have appeared in any of these cases—have no objection to this Stipulation or its terms;

The following order is hereby STIPULATED AND AGREED by and between the undersigned counsel, subject to the approval of the Court, as follows:

STIPULATION

I. Consolidation of Related Actions

1. The three related actions that have been filed in the Northern District of California on behalf of shareholders of OpenTV Corp. are consolidated pursuant to Fed. R. Civ. P. 42(a) for all pretrial purposes. These three consolidated actions are collectively referred to as the "Consolidated Actions." Any subsequent case in this Court brought on behalf of a proposed class of shareholders of OpenTV Corp., that arises out of the same or a substantially common set of operative facts as the Consolidated Actions, shall be consolidated with these actions and be subject to this Pretrial Order No. 1 (the "Order").

2. A Master Docket and a Master File are hereby established for the Consolidated Actions.

3. An original of this Order shall be filed by the Clerk in the files for each of the Consolidated Actions.

4. The Clerk shall mail a copy of this Order to all counsel of record in the Consolidated Actions.

5. Every pleading filed in the Consolidated Actions shall bear the following caption:

IN RE OPENTV CORP. SHAREHOLDER
LITIGATION

No. C-09-04896 MHP

CLASS ACTION

1 6. When a case that arises out of the same or a substantially common set of operative
2 facts as the Consolidated Actions is hereinafter filed in this Court or transferred from another court,
3 the Clerk of this Court shall:

4 a. file a copy of this Order in the separate file for such action;
5 b. note an appropriate entry on the Master Docket; and
6 c. mail a copy of this Order to the attorneys for the plaintiff(s) in the newly filed
7 or transferred case and to any new defendant(s) in the newly filed or transferred case.

8 7. Each case that arises out of, or relates to, the subject matter of the Consolidated
9 Actions which was previously or is subsequently filed in this Court or transferred to this Court shall
10 be automatically consolidated with the Consolidated Actions and this Order shall apply thereto,
11 unless a party objects to consolidation, as provided for herein, or any provision of this Order, within
12 ten (10) days after the date upon which a copy of this Order is served on counsel for such party, by
13 filing an application for relief and this Court deems it appropriate to grant such application.

14 8. The terms of this Order shall not have the effect of making any person, firm, or
15 corporation a party to any action in which he, she, or it has not been named, served, or added as
16 such, in accordance with the Federal Rules of Civil Procedure. The terms of this Order and the
17 consolidation ordered herein shall not constitute a waiver by any party of any claims in or defenses
18 to any of the Consolidated Actions, including defenses based on lack of service of process or
19 personal jurisdiction.

20 **II. Appointment of Interim Co-Lead Counsel**

21 9. Pursuant to Federal Rule of Civil Procedure 23(g)(3), the Court hereby designates
22 Wolf Popper LLP and Berman DeValerio as Interim Co-Lead Counsel for the proposed class of
23 OpenTV Corp. shareholders.

24 10. Having reviewed all relevant memoranda and supporting materials, the Court finds
25 that designation of Wolf Popper LLP and Berman DeValerio as Interim Co-Lead Counsel is in the
26 best interests of the proposed class.

III. Duties of Interim Co-Lead Counsel

11. Interim Co-Lead Counsel shall be responsible for the overall conduct of the litigation on behalf of the plaintiffs and the proposed class ("Plaintiffs"), including the following:

- a. Supervise all pretrial, trial, and post-trial proceedings on behalf of Plaintiffs;
- b. Sign any pleadings, motions, briefs, discovery requests or objections, subpoenas, or notices on behalf of Plaintiffs;
- c. Determine and present in motions, briefs, oral argument, or such other fashion as may be appropriate, the position of all of the Plaintiffs as to all matters arising during pretrial and trial proceedings;
- d. Designate attorneys to act as spokespersons at pretrial conferences and meetings with defendants;
- e. Negotiate and enter stipulations with defense counsel with respect to all matters in this litigation, including discovery and settlement matters;
- f. Conduct or coordinate discovery on behalf of plaintiffs, including the preparation of interrogatories, requests for production of documents, requests for admissions, and the examination of witnesses in depositions;
- g. Coordinate the activities of Plaintiffs' counsel and implement procedures to ensure that schedules are met and unnecessary expenditures of time and funds are avoided;
- h. Collect time and expense reports from Plaintiffs' counsel on a periodic basis;
- i. Employ and consult with experts;
- j. Convene meetings of Plaintiffs' counsel;
- k. Delegate tasks to counsel for Plaintiffs and otherwise coordinate the work of all Plaintiffs' counsel, and perform such other duties as the interim co-lead counsel deem necessary;
- l. Allocate fees, if any are awarded by the Court; and

1 m. Ensure that all Plaintiffs' counsel are kept informed of the progress of this
2 litigation as necessary.

3 Dated: November 4, 2009

Respectfully Submitted,

BERMAN DeVALERIO

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15
16 Dated: November, 4, 2009

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1 Dated: November, 4, 2009

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11 *Attorneys for Plaintiff Joseph Weiss*

12 **ORDER**

13 Pursuant to stipulation,
14 IT IS SO ORDERED.

15 Dated: November 5, 2009

16 MARILYN H. PATEL
17 United States District Court

